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NEW YORK OFFICE

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October 21, 2009

VIA FEDERAL EXPRESS OVERNIGHT

Anne K. Quinlan
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20024

RECORDATION NO. 28063

FILED

OCT 21 '09

3:44 PM

SURFACE TRANSPORTATION BOARD

Dear Ms. Quinlan:

I have enclosed an original and two copies of the document(s) described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

The first document is a Memorandum of Chattel Mortgage, a primary document, dated September 10, 2009 and the second document is an Assignment of Contract Documents, a secondary document, dated September 29, 2009.

The names and addresses of the parties to the documents are as follows:

Assignor, Vendor, Lessor, Mortgagee, etc: Leasehampton Equipment Services Corp.

Assignee: All Points Capital Corp.

Vendee, Lessee, Mortgagor, etc: 1st Response Rail Service, Inc.

A description of the equipment covered by the documents is as follows:

- ONE (1) 1994 SHUTTLE WAGON, MODEL SWX5R25; and
- ONE (1) 1998 SHUTTLE WAGON, MODEL SWX410B; and
- TEN (10) FLAT RAIL CARS, SN'S:
 - CN618199, CN618246, CN618244, CN618210, CN618216, CN618209, CN618203, CN618004, CN618219 AND CN618200.

A short summary of the document to appear in the index follows: Chattel Mortgage between Leasehampton Equipment Services Corp., 4175 Veterans Memorial Highway, Ronkonkoma, New York 11779 and 1st Response Rail Service, Inc., 45 W. Jetryn Blvd., suite 109, Deer Park, New York 11729 dated September 10, 2009, and covering One 1994 Shuttle Wagon, Model SWX5R25 and One 1998 Shuttle Wagon, Model SWX410B and Ten Flat Rail Cars, SN'S:

CN618199, CN618246, CN618244, CN618210, CN618216, CN618209, CN618203, CN618004, CN618219 AND CN618200.

and Assignment between Leasehampton Equipment Services Corp., 4175 Veterans Memorial Highway, Ronkonkoma, New York 11779 and All Points Capital Corp., 275 Broad Hollow Road, Melville, New York 11747 dated September 29, 2009 covering One 1994 Shuttle Wagon, Model SWX5R25 and One 1998 Shuttle Wagon, Model SWX410B and Ten Flat Rail Cars, SN'S:

CN618199, CN618246, CN618244, CN618210, CN618216, CN618209, CN618203, CN618004, CN618219 AND CN618200.

A fee of \$82.00 is enclosed. Please return the originals and any extra copies not needed by the Board for recordation to Peretore & Peretore, PC, 191 Woodport Road, Sparta, New Jersey 07871.

Very truly yours,

Frank Peretore

FP:ad
Enclosure
Cc: Ms. Edina Fields

RECORDATION NO 28063 FILED

OCT 22 '09

3-44 PM

SURFACE TRANSPORTATION BOARD



MEMORANDUM OF CHATTEL MORTGAGE DATED AS OF SEPTEMBER 10, 2009 between Leasehampton Equipment Services Corp., a New York corporation (hereinafter called the Lender) and 1st Response Rail Service, Inc., a New York corporation (hereinafter called the Borrower).

WHEREAS, the Lender and the Borrower are entering into that certain Chattel Mortgage dated as of September 10, 2009 (hereinafter called the Agreement), covering the railroad equipment listed in Schedule A hereto, bearing the serial numbers, reporting marks and road numbers (if any) of the Railroad shown in said Schedule A, and all additions and alterations thereof, replacements thereof and substitutions therefore.

IN WITNESS WHEREOF, the Lender and Borrower wish to show for the public record (a) the security interest in the said railroad equipment by and of the Lender, and (b) the debtor interest of the Borrower in said railroad equipment, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

I DO HEREBY CERTIFY THAT THIS IS A TRUE AND CORRECT COPY

Frank Peretore, Esq.

LEASEHAMPTON EQUIPMENT SERVICES CORP.

By:

1ST RESPONSE RAIL SERVICE, INC.

By:

STATE OF NEW YORK
COUNTY OF Suffolk

On this 9 day of October, 2009 before me personally appeared Stephen P. Morone to me personally known, who being by me duly sworn, says that (s)he is the President of Leasehampton Equipment Services Corp., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)
☐ _____
Signature of Notary Public

KATHRYN KENT
Notary Public, State of New York
NO. 01KE6170811
Qualified in Suffolk County
Commission Expires July 23, 2011

My Commission expires _____

STATE OF NEW YORK
COUNTY OF Suffolk

On this 9 day of October, 2009 before me personally appeared Ali Samir to me personally known, who being by me duly sworn, says that (s)he is the Secy of 1st Response Rail Service Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

☐

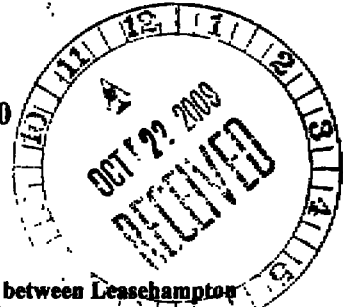
Signature of Notary Public

My Commission expires _____

KATHRYN KENT
Notary Public, State of New York
NO. 01KE6170811
Qualified in Suffolk County
Commission Expires July 23, 2011

LEASEHAMPTON EQUIPMENT SERVICES CORP.

4175 Veterans Memorial Hwy.
Ronkonkoma, New York 11779
Phone: (631) 981-0844 Fax: (631) 981-0940
leasehampton@optonline.net



MEMORANDUM OF CHATTEL MORTGAGE DATED AS OF SEPTEMBER 10, 2009 between Leasehampton Equipment Services Corp., a New York corporation (hereinafter called the Lender) and 1st Response Rail Service, Inc., a New York corporation (hereinafter called the Borrower).

WHEREAS, the Lender and the Borrower are entering into that certain Chattel Mortgage dated as of September 10, 2009 (hereinafter called the Agreement), covering the railroad equipment listed in Schedule A hereto, bearing the serial numbers, reporting marks and road numbers (if any) of the Railroad shown in said Schedule A, and all additions and alterations thereof, replacements thereof and substitutions therefore.

IN WITNESS WHEREOF, the Lender and Borrower wish to show for the public record (a) the security interest in the said railroad equipment by and of the Lender, and (b) the debtor interest of the Borrower in said railroad equipment, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

I DO HEREBY CERTIFY THAT THIS
IS A TRUE AND CORRECT COPY

Frank Peretore, Esq.

LEASEHAMPTON EQUIPMENT SERVICES
CORP.

By: [Signature]

1ST RESPONSE RAIL SERVICE, INC.

By: [Signature]

STATE OF NEW YORK
COUNTY OF Suffolk

On this 9 day of October, 2009 before me personally appeared Steph P. Morrison me personally known, who being by me duly sworn, says that (s)he is the he of Leasehampton Equipment Services Corp., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

[Signature]
Signature of Notary Public
My Commission expires

KATHRYN KENT
Notary Public, State of New York
NO. 01KE6170811
Qualified in Suffolk County
Commission Expires July 23, 2011

STATE OF NEW YORK
COUNTY OF Suffolk

On this 9 day of October, 2009 before me personally appeared Ali Ramin to me personally known, who being by me duly sworn, says that (s)he is the he of 1st Response Rail Service Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

[Signature]
Signature of Notary Public
My Commission expires

KATHRYN KENT
Notary Public, State of New York
NO. 01KE6170811
Qualified in Suffolk County
Commission Expires July 23, 2011

FORM 33-2

**Form of Memorandum for Recordation With the Surface Transportation
Board Under 49 U.S.C. § 11301**

MEMORANDUM OF EQUIPMENT LEASE AGREEMENT dated as of September 10th, 2009 between Leasehampton Equipment Services Corp., a _____ (hereinafter called the *Owner*), and 1st Response Rail Service, Inc., a _____ corporation (hereinafter called the *Railroad*).

WHEREAS the Owner and the Railroad are entering into that certain Equipment Lease Agreement) dated as of the date hereof (hereinafter called the *Agreement*), covering the railroad equipment listed in Schedule A hereto, bearing the reporting marks and road numbers of the Railroad shown in said Schedule A, and All additions and alterations thereof, replacements thereof and substitutions therefor.

IN WITNESS WHEREOF, the Owner and the Railroad wish to show for the public record (a) the ownership of the said railroad equipment by the Owner, and (b) the leasehold interest of the Railroad in said railroad equipment, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

Leasehampton Equipment Services Corp.

by _____

1st Response Rail Service, Inc.

by _____

STATE OF New York

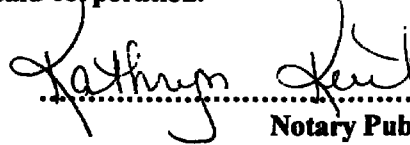
}

SS:

CITY OF _____

On this 9 day of October, 2009 before me personally appeared Stephen P. [Signature] to me personally known, who, by me being duly sworn, says that he is a president of Leasehampton Equipment Services Corp. and that the foregoing instrument was signed on behalf of said corporation by authority [Signature]

of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


 Notary Public

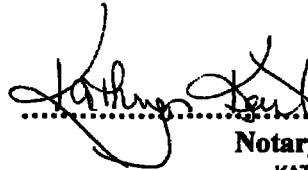
KATHRYN KENT
 Notary Public, State of New York
 NO. 01KE6170811
 Qualified in Suffolk County
 Commission Expires July 23, 2011

My commission expires

STATE OF New York

COUNTY OF Suffolk } SS:

On this 9 day of October, 2009 before me personally appeared Ali Rahman, to me personally known, who by me being duly sworn, says that he is a Secretary of 1st Empire Rail Holdings Inc. that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


 Notary Public

KATHRYN KENT
 Notary Public, State of New York
 NO. 01KE6170811
 Qualified in Suffolk County
 Commission Expires July 23, 2011

My commission expires

**EQUIPMENT SCHEDULE 'A' FOR MEMORANDUM OF
CHATTEL MORTGAGE**

BETWEEN

1ST RESPONSE RAIL SERVICE, INC.
as BORROWER

AND

LEASEHAMPTON EQUIPMENT SERVICES CORP.
as LENDER

Dated: SEPTEMBER 10, 2009

ONE (1) 1994 SHUTTLE WAGON, MODEL SWX5R25; and
ONE (1) 1998 SHUTTLE WAGON, MODEL SWX410B; and
TEN (10) FLAT RAIL CARS, SN'S:

CN618199, CN618246, CN618244, CN618210, CN618216, CN618209, CN618203, CN618004,
CN618219 AND CN618200.

MARC FURMAN -PRES.
1ST RESPONSE RAIL SERVICE, INC.